

JUN 25 '10 -5 30 PM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

June 25, 2010

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease Assignment, dated as of June 25, 2010, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Amended and Restated Schedule to Lease previously filed with the Board under Recordation Number 27078-B.

The names and addresses of the parties to the enclosed document are:

Assignor: RBS Asset Finance, Inc.
71 South Wacker Drive, 28th Floor
Chicago, IL 60606

Assigee: Farm Credit Services of Mid-America, PCA
P. O. Box 34390
Louisville, KY 40232

Section Chief
June 25, 2010
Page 2

A description of the railroad equipment covered by the enclosed document is:

Railcars within the series BRCX 1000 - BRCX 1300 as more particularly set forth in the equipment schedule attached to the document.

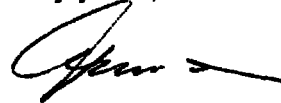
A short summary of the document to appear in the index is:

Memorandum of Lease Assignment.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Alvord', followed by a horizontal line.

Robert W. Alvord

RWA/sem
Enclosures

JUN 25 '10 -5 30 PM

MEMORANDUM OF LEASE ASSIGNMENT
(Surface Transportation Board)

SURFACE TRANSPORTATION BOARD

This Memorandum of Lease Assignment, dated as of June 25, 2010, is made by RBS Asset Finance, Inc., a New York corporation ("Assignor") Farm Credit Services of Mid-America, PCA, a federally chartered financial institution ("Assignee").

Pursuant to that certain Master Rail Lease Agreement, dated as of July 20, 2007 (as amended, supplemented or otherwise modified from time to time, the "Master Lease"), between Assignor and Bunge North America, Inc., a New York corporation ("Lessee"), Assignor and Lessee have entered into that certain Amended and Restated Equipment Schedule No. 1A (as amended, supplemented or otherwise modified from time to time, the "Equipment Schedule"), which Equipment Schedule incorporates all of the terms and conditions of the Master Lease. The Equipment Schedule covers the property described on the attached Exhibit A (the "Equipment").

Assignor has assigned, transferred and conveyed to Assignee all of Assignor's right, title and interest, and all of Assignor's obligations, in, to and under the Equipment Schedule and in and to the Equipment.

IN WITNESS WHEREOF, the parties have executed this Memorandum of Lease Assignment as of the day and year first written above.

RBS ASSET FINANCE, INC., Assignor

By: Name: Janet Melancon
Assistant Vice President

Title: _____

FARM CREDIT SERVICES OF MID-AMERICA, PCA, Assignee

By: _____

Name: _____

Title: _____

MEMORANDUM OF LEASE ASSIGNMENT
(Surface Transportation Board)

This Memorandum of Lease Assignment, dated as of June 25, 2010, is made by RBS Asset Finance, Inc., a New York corporation ("Assignor") Farm Credit Services of Mid-America, PCA, a federally chartered financial institution ("Assignee").

Pursuant to that certain Master Rail Lease Agreement, dated as of July 20, 2007 (as amended, supplemented or otherwise modified from time to time, the "Master Lease"), between Assignor and Bunge North America, Inc., a New York corporation ("Lessee"), Assignor and Lessee have entered into that certain Amended and Restated Equipment Schedule No. 1A (as amended, supplemented or otherwise modified from time to time, the "Equipment Schedule"), which Equipment Schedule incorporates all of the terms and conditions of the Master Lease. The Equipment Schedule covers the property described on the attached Exhibit A (the "Equipment").

Assignor has assigned, transferred and conveyed to Assignee all of Assignor's right, title and interest, and all of Assignor's obligations, in, to and under the Equipment Schedule and in and to the Equipment.

IN WITNESS WHEREOF, the parties have executed this Memorandum of Lease Assignment as of the day and year first written above.

RBS ASSET FINANCE, INC., Assignor

By: _____

Name: _____

Title: _____

FARM CREDIT SERVICES OF MID-AMERICA, PCA, Assignee

By: Jay L Carter

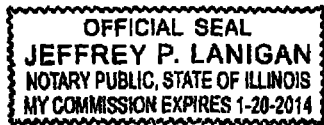
Name: JAY L CARTER

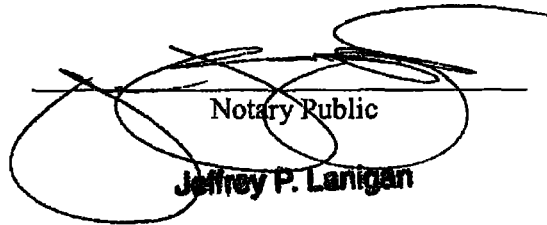
Title: VP AGR BUSINESS

State of Illinois)
) ss:
County of Cook)

BEFORE ME, a Notary Public in and for said County and State, personally appeared RBS Asset Finance, Inc., a New York corporation (the "Corporation"), by Janct Melancon, its Assistant Vice President, who acknowledged that he signed the foregoing Memorandum of Lease Assignment and that the same is his free act and deed, individually and as an officer of the Corporation, and the free act and deed of the Corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and official seal at Chicago, Illinois, this 25 day of June, 2010.




Notary Public
Jeffrey P. Lanigan

State of Kentucky)
) ss:
County of Jefferson)

BEFORE ME, a Notary Public in and for said County and State, personally appeared Farm Credit Services of Mid-America, PCA, a federally chartered financial institution (the "Corporation"), by JAY L CARTER, its V.P. & Business, who acknowledged that he signed the foregoing Memorandum of Lease Assignment and that the same is his free act and deed, individually and as an officer of the Corporation, and the free act and deed of the Corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and official seal at Louisville, Kentucky, this 24th day of June, 2010.

Commission
expires

12-1-2011

Stacey R. Sipe
Notary Public

EXHIBIT A
to
MEMORANDUM OF LEASE

1. Equipment Schedule: Amended and Restated Equipment Schedule No. 1A.
2. Initial Term: The Initial Term of Amended and Restated Equipment Schedule No. 1A is 180 months commencing as of July 20, 2007.
3. Equipment: The Equipment covered by Amended and Restated Equipment Schedule No. 1A consists of the following described property together with all additions, attachments, accessories and accessions thereto, whether or not furnished by the supplier of the Equipment, any and all substitutions, replacements or exchanges therefor and any and all proceeds (including insurance proceeds) of the foregoing:

Series BRCX Union Tank Car 2000 Built Tankcars:

BRCX 1225	BRCX 1238	BRCX 1251	BRCX 1265	BRCX 1278	BRCX 1291
BRCX 1226	BRCX 1239	BRCX 1252	BRCX 1266	BRCX 1279	BRCX 1292
BRCX 1227	BRCX 1240	BRCX 1253	BRCX 1267	BRCX 1280	BRCX 1293
BRCX 1228	BRCX 1241	BRCX 1254	BRCX 1268	BRCX 1281	BRCX 1294
BRCX 1229	BRCX 1242	BRCX 1255	BRCX 1269	BRCX 1282	BRCX 1295
BRCX 1230	BRCX 1243	BRCX 1256	BRCX 1270	BRCX 1283	BRCX 1296
BRCX 1231	BRCX 1244	BRCX 1258	BRCX 1271	BRCX 1284	BRCX 1297
BRCX 1232	BRCX 1245	BRCX 1259	BRCX 1272	BRCX 1285	BRCX 1298
BRCX 1233	BRCX 1246	BRCX 1260	BRCX 1273	BRCX 1286	BRCX 1299
BRCX 1234	BRCX 1247	BRCX 1261	BRCX 1274	BRCX 1287	BRCX 1300
BRCX 1235	BRCX 1248	BRCX 1262	BRCX 1275	BRCX 1288	
BRCX 1236	BRCX 1249	BRCX 1263	BRCX 1276	BRCX 1289	
BRCX 1237	BRCX 1250	BRCX 1264	BRCX 1277	BRCX 1290	

Series BRCX Union Tank Car 1998 Built Tankcars:

BRCX 1000	BRCX 1015	BRCX 1030	BRCX 1045	BRCX 1060
BRCX 1001	BRCX 1016	BRCX 1031	BRCX 1046	BRCX 1061
BRCX 1002	BRCX 1017	BRCX 1032	BRCX 1047	BRCX 1062
BRCX 1003	BRCX 1018	BRCX 1033	BRCX 1048	BRCX 1063
BRCX 1004	BRCX 1019	BRCX 1034	BRCX 1049	BRCX 1064
BRCX 1005	BRCX 1020	BRCX 1035	BRCX 1050	BRCX 1065
BRCX 1006	BRCX 1021	BRCX 1036	BRCX 1051	BRCX 1066
BRCX 1007	BRCX 1022	BRCX 1037	BRCX 1052	BRCX 1067
BRCX 1008	BRCX 1023	BRCX 1038	BRCX 1053	BRCX 1068
BRCX 1009	BRCX 1024	BRCX 1039	BRCX 1054	BRCX 1069
BRCX 1010	BRCX 1025	BRCX 1040	BRCX 1055	BRCX 1070
BRCX 1011	BRCX 1026	BRCX 1041	BRCX 1056	BRCX 1071
BRCX 1012	BRCX 1027	BRCX 1042	BRCX 1057	BRCX 1072
BRCX 1013	BRCX 1028	BRCX 1043	BRCX 1058	
BRCX 1014	BRCX 1029	BRCX 1044	BRCX 1059	

Series BRCX Trinity Industries, Inc 1999 Built Tankcars:

BRCX 1120

BRCX 1125

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 6/25/10



Robert W. Alvord